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SELLAR, SEWELL, RUSS, SAYLOR & JOHNSON, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

907 WEBSTER STREET

LEESBURG, FLORIDA 34748

CHARLES B. P. SELLAR
STEPHEN G. SEWELL
GEORGE H. RUSS
BRUCE A. SAYLOR
CHARLES D. JOHNSON

MAILING ADDRESS:
POST OFFICE BOX 492722
LEESBURG, FLORIDA 34749-2722
TELEPHONE (352) 787-2308
FAX NUMBER (352) 787-4341

September 29, 1998

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****122.50 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
9-28-98

Re: Incorporation of Gray Fox of Lake Wales, Inc.

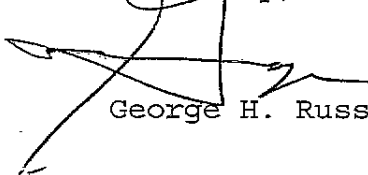
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with your office. A check in the amount of \$122.50 is enclosed for the filing fee.

Please return a copy of said articles to our office.

Thank you for your attention to this matter.

Sincerely,


George H. Russ

GHR:js
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 1 PM 2:32

D. BROWN OCT - 1 1998

ARTICLES OF INCORPORATION

OF

GRAY FOX OF LAKE WALES, INC.

EFFECTIVE DATE
19-28-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM 2:32

ARTICLE I. NAME

The name of this corporation is GRAY FOX OF LAKE WALES, INC.

ARTICLE II. DURATION

This corporation shall begin its existence on the 28th day of _____
September, 1998.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in _____
any activity or business permitted under the laws of the United _____
States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is: _____

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of
Common Stock having a Nominal or Par Value of
ONE DOLLAR (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of _____
this corporation of the same kind, class or series as that which he _____
already holds, shall have the right to purchase his pro rata share _____
thereof (as nearly as may be done without issuance of fractional _____
shares) at the price at which it is offered to others. _____

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 907 Webster Street, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation is **GEORGE H. RUSS, Esquire.**

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is 419 Eagle Ridge Drive, Space #205, Lake Wales, Florida. The preferred mailing address is same.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
NARESH TALWAR	419 Eagle Ridge Drive, Space #205 Lake Wales, Florida
M.R. HARJANI	419 Eagle Ridge Drive, Space #205 Lake Wales, Florida

ARTICLE IX. INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
NARESH TALWAR	419 Eagle Ridge Drive, Space #205 Lake Wales, Florida

ARTICLE X. INDEMNIFICATION

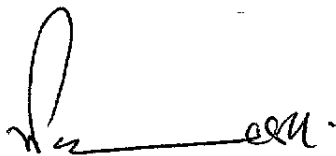
The corporation shall indemnify any officer, director, agent

or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these Articles of Incorporation this 28th day of September, 1998.


NARESH TALWAR, Subscriber

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM 2:32

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **GRAY FOX OF LAKE WALES, INC.**
2. The name and address of the registered agent and office is:

GEORGE H. RUSS, ESQUIRE
907 WEBSTER STREET
LEESBURG, FLORIDA 34748

SIGNATURE



(Corporate Officer)

TITLE

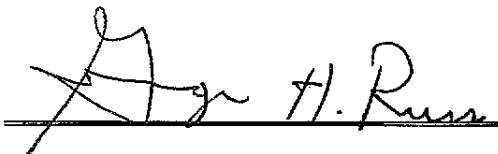
President

DATE

9-28-98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

9/28/98